

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of Maryland		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): First Mariner Bancorp		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA 1st Mariner Bancorp		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 52-1834860		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 3301 Boston Street Baltimore, MD		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 21224		ZIP Code
County of Residence or of the Principal Place of Business: Baltimore		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP Code		ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

First Mariner Bancorp**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☒ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

First Mariner Bancorp**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Lawrence J. Yumkas
Signature of Attorney for Debtor(s)

Lawrence J. Yumkas 06357
Printed Name of Attorney for Debtor(s)

Yumkas, Vidmar & Sweeney, LLC
Firm Name
2530 Riva Road, Suite 400
Annapolis, MD 21401

Address

Email: lyumkas@yvslaw.com

443-569-0758 Fax: 410-571-2798
Telephone Number

February 9, 2014
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Mark A. Keidel
Signature of Authorized Individual

Mark A. Keidel
Printed Name of Authorized Individual

Chief Executive Officer
Title of Authorized Individual

February 9, 2014
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Maryland**

In re **First Mariner Bancorp**

Debtor(s)

Case No.

Chapter

11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **0-21815**.

2. The following financial data is the latest available information and refers to the debtor's condition on **12/31/2013**.

a. Total assets \$ **5,457,500.00**

b. Total debts (including debts listed in 2.c., below) \$ **60,529,848.00**

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock **0** **0**

e. Number of shares common stock **19,705,896** **0**

Comments, if any:

3. Brief description of Debtor's business:

Bank Holding Company

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Edwin F. Hale, Sr.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Maryland

In re **First Mariner Bancorp**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Wells Fargo Bank, N.A., Trustee f/b/o Mariner Capital Trust III Attn: Corporate Trust Administration 919 Market Street, Suite 700 Wilmington, DE 19801	Wells Fargo Bank f/b/o Mariner Capital Trust III Attn: Corporate Trust Administration Wilmington, DE 19801	Trust Preferred Securities		17,790,734.61
Wilmington Trust Company, Trustee f/b/o Mariner Capital Trust V Attn: Corporate Trust Administration Rodney Square N 1100 N. Market Street Wilmington, DE 19890-1600	Wilmington Trust Company, Trustee f/b/o Mariner Capital Trust V Attn: Corporate Trust Administration Wilmington, DE 19890-1600	Trust Preferred Securities		12,173,439.52
Wells Fargo Bank, Nat'l Assoc., Trustee f/b/o Mariner Capital Trust VI Attn: Corporate Trust Administration 919 Market Street, Suite 700 Wilmington, DE 19801	Wells Fargo Bank, Nat'l Assoc., Trustee f/b/o Mariner Capital Trust VI Attn: Corporate Trust Administration Wilmington, DE 19801	Trust Preferred Securities		11,521,027.36
The Bank of New York, Trustee f/b/o Mariner Capital Trust II Attn: Corporate Trust Administration White Clay Center, Route 273 Newark, DE 19711	The Bank of New York, Trustee f/b/o Mariner Capital Trust II Attn: Corporate Trust Administration Newark, DE 19711	Trust Preferred Securities		7,294,502.24
Wells Fargo Bank, Nat'l Assoc., Trustee f/b/o Mariner Capital Trust IV Attn: Corporate Trust Administration 919 Market Street, Suite 700 Wilmington, DE 19801	Wells Fargo Bank, Nat'l Assoc., Trustee f/b/o Mariner Capital Trust IV Attn: Corporate Trust Administration Wilmington, DE 19801	Trust Preferred Securities		5,998,858.96

B4 (Official Form 4) (12/07) - Cont.

In re **First Mariner Bancorp**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Wilmington Trust Company, Trustee f/b/o Mariner Capital Trust VII Attn: Corporate Trust Administration Rodney Square N 1100 N. Market Street Wilmington, DE 19890-1600	Wilmington Trust Company, Trustee f/b/o Mariner Capital Trust VII Attn: Corporate Trust Administration Wilmington, DE 19890-1600	Trust Preferred Securities		5,661,718.46

B4 (Official Form 4) (12/07) - Cont.

In re **First Mariner Bancorp**
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **February 9, 2014**

Signature **/s/ Mark A. Keidel**
Mark A. Keidel
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Maryland**

In re **First Mariner Bancorp**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Executive Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **February 9, 2014**

/s/ Mark A. Keidel

Mark A. Keidel/Chief Executive Officer

Signer/Title

Comptroller of Maryland
Compliance Division
110 Carroll Street, Correspondence Unit
Annapolis, MD 21411

Federal Deposit Insurance Corporation
Attention: Julie Howland
350 Fifth Avenue
New York, NY 10118-0110

Federal Reserve Bank of Richmond
Attention: Richard Gilbert
701 East Byrd Street
Richmond, VA 23219

Internal Revenue Service
Centralized Insolvency Unit
P. O. Box 7346
Philadelphia, PA 19101-7346

Internal Revenue Service
Special Procedures - Insolvency Unit
31 Hopkins Plaza, Room 1150
Baltimore, MD 21201

Office of the Commission of
Financial Regulation
Attn: Mark Kaufman, Commissioner
500 N. Calvert Street, Suite 402
Baltimore, MD 21202

The Bank of New York, Trustee
f/b/o Mariner Capital Trust II
Attn: Corporate Trust Administration
White Clay Center, Route 273
Newark, DE 19711

Wells Fargo Bank, N.A., Trustee
f/b/o Mariner Capital Trust III
Attn: Corporate Trust Administration
919 Market Street, Suite 700
Wilmington, DE 19801

Wells Fargo Bank, Nat'l Assoc., Trustee
f/b/o Mariner Capital Trust IV
Attn: Corporate Trust Administration
919 Market Street, Suite 700
Wilmington, DE 19801

Wells Fargo Bank, Nat'l Assoc., Trustee
f/b/o Mariner Capital Trust VI
Attn: Corporate Trust Administration
919 Market Street, Suite 700
Wilmington, DE 19801

Wilmington Trust Company, Trustee
f/b/o Mariner Capital Trust VII
Attn: Corporate Trust Administration
Rodney Square N 1100 N. Market Street
Wilmington, DE 19890-1600

Wilmington Trust Company, Trustee
f/b/o Mariner Capital Trust V
Attn: Corporate Trust Administration
Rodney Square N 1100 N. Market Street
Wilmington, DE 19890-1600

**United States Bankruptcy Court
District of Maryland**

In re **First Mariner Bancorp**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **First Mariner Bancorp** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

February 9, 2014

Date

/s/ Lawrence J. Yumkas

Lawrence J. Yumkas 06357

Signature of Attorney or Litigant

Counsel for **First Mariner Bancorp**

Yumkas, Vidmar & Sweeney, LLC

2530 Riva Road, Suite 400

Annapolis, MD 21401

443-569-0758 Fax:410-571-2798

lyumkas@yvslaw.com

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
FIRST MARINER BANCORP**

February 7, 2014

WHEREAS, the Board of Directors (the “Board”) of First Mariner Bancorp (the “Company”) has considered the difficult financial state of the Company’s primary asset, 100% ownership of First Mariner Bank, a Maryland-chartered trust company (the “Bank”), as well as the requirements imposed by the regulators of the Company and the Bank with respect to the achievement of specified capital levels;

WHEREAS, on or about February 6, 2014, there will be an event of default under certain of the junior subordinated debentures (the “Debentures”) issued by the Company, which will in turn cause an event of default under certain trust preferred securities (“TRUPs”) issued by certain statutory trusts in connection with the Debentures and certain related guarantees (the “Guarantees”) issued by the Company in connection with the TRUPs;

WHEREAS, the occurrence of event of default under the Debentures, TRUPs and Guarantees will permit the trustee thereunder and/or the holders of TRUPs to declare the obligations under the Debentures, TRUPs and Guarantees to be due and payable immediately and to take certain other actions thereunder;

WHEREAS, in light of the foregoing and other considerations, the Board has determined that it is in the best interests of the Company and its stakeholders to transfer and sell all of its shares of the Bank and certain Bank-related assets (collectively, the “Company Assets”) pursuant to that certain Merger and Acquisition Agreement, by and among the Debtor, the Bank and RKJS Bank, attached hereto as Exhibit A (the “M&A Agreement”), subject to the Company soliciting higher or otherwise better offers for the Company Assets;

WHEREAS, the M&A Agreement requires that the transaction contemplated thereunder be consummated pursuant to section 363 of chapter 11 of the United States Bankruptcy Code, § 11 U.S.C. § 101-1532 (the “Bankruptcy Code”) and the Board has therefore determined that it is desirable and in the best interests of the Company and its stakeholders for the Company to file a voluntary petition (the “Petition”) for relief under chapter 11 of the Bankruptcy Code in order to effectuate the transactions contemplated by the M&A Agreement;

WHEREAS, the Company does not have sufficient funds to consummate the M&A Agreement and the Board has therefore determined that it is in the best interests of the Company and its stakeholders to (i) obtain financing pursuant to that certain Superpriority Debtor-in-Possession Credit Agreement by and between RKJS Bank and the Company (the “DIP Credit Agreement”) to satisfy obligations in connection with consummation of the M&A Agreement; and (ii) to grant a security interest in the Company’s assets to RKJS Bank to secure the obligations under the DIP Credit Agreement; and

WHEREAS, the Board has reviewed the M&A Agreement and the DIP Credit Agreement.

NOW THEREFORE, it is hereby:

RESOLVED, that the Company is authorized to (1) file the Petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Maryland (Baltimore Division) (the “Bankruptcy Court”); (2) enter into the M&A Agreement and any other agreements related thereto and effectuate the transactions contemplated thereunder; and (3) enter into the DIP Loan Agreements and any other agreements related thereto (collectively, the “DIP Loan Documents”) and obtain postpetition financing and effectuate other transactions contemplated thereunder, including granting a security interest in the Company’s assets to RKJS Bank; and it is further

RESOLVED, that the interim Chief Executive Officer (the “Authorized Officer”) is authorized, empowered, and directed to cause the Company to (1) file the Petition; (2) enter into and deliver the M&A Agreement and effectuate the transactions contemplated thereunder in the name of and on behalf of the Company, and his execution and delivery of such M&A Agreement shall be conclusive evidence of its authorization hereunder; and (3) enter into and deliver the DIP Loan Documents and effectuate the transactions contemplated thereunder in the name of and on behalf of the Company and obtain postpetition financing thereunder, and his execution and delivery of such DIP Loan Documents shall be conclusive evidence of their authorization hereunder; and it is further

RESOLVED, that the Authorized Officer is authorized, empowered and directed, in the name and on behalf of the Company, to execute, approve and verify (1) the Petition or any ancillary documents required to be filed in connection therewith under the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, or the Local Bankruptcy Rules for District of Maryland; (2) requests for relief from the Bankruptcy Court that such Authorized Person may, in consultation with the Bankruptcy Advisors (as defined below), deem necessary, proper, or desirable; (3) motions, other pleadings, or papers required to effectuate the transfer and sale of the Company Assets, whether pursuant to the M&A Agreement or an alternative transaction; (4) motions, other pleadings, or papers required to authorize the Company to obtain postpetition financing and grant security interests under the DIP Loan Documents; and (5) any motions, pleadings and other papers that the Authorized Officer may, in consultation with the Bankruptcy Advisors, deem necessary, proper, or desirable in connection with the Company’s bankruptcy case; and it is further

RESOLVED, that the Authorized Officer is authorized, empowered, and directed to employ and retain, on behalf of the Company in connection with its bankruptcy case, subject to the approval of the Bankruptcy Court: (1) Kilpatrick Townsend & Stockton LLP (as regulatory and corporate counsel), (2) Kramer Levin Naftalis & Frankel LLP (as bankruptcy counsel), (3) Yumkas, Vidmar & Sweeney, LLC (as local Maryland bankruptcy counsel), (4) Sandler O’Neill + Partners, L.P. (as investment banker and financial adviser), and (5) any other advisors and professionals that the Authorized Officer may deem necessary or desirable to manage or prosecute the Company’s bankruptcy case (the foregoing, the “Bankruptcy Advisors”).

RESOLVED, that, in its capacity as sole shareholder of the Bank, the Company approves the M&A Agreement under Section 3-708 of Title 3 of the Maryland Code; and it is further

RESOLVED, that, without limiting any of the foregoing resolutions, the Authorized Officer is also authorized, empowered, and directed to take and perform any and all such further acts and deeds that the Authorized Officer may deem, in consultation with the Bankruptcy Advisors, necessary, desirable or proper in connection with the Company's bankruptcy case; and it is further

RESOLVED, that the Authorized Officer is authorized, empowered, and directed to take or cause to be taken any and all such further actions (including, without limitation, to cause to be prepared, executed and delivered any instruments and documents, and to incur any expenses) as the Authorized Officer or his designees may, in consultation with the Bankruptcy Advisors, deem necessary, desirable, or proper in order to carry out the purpose and intent of the foregoing resolutions and the matters and transactions contemplated thereby; and it is further

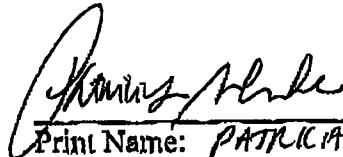
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Print Name: PATRICIA L. SCANDICE

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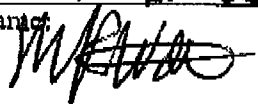
HECTOR TORRES

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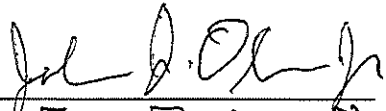
Michael P. Watson
Print Name: 

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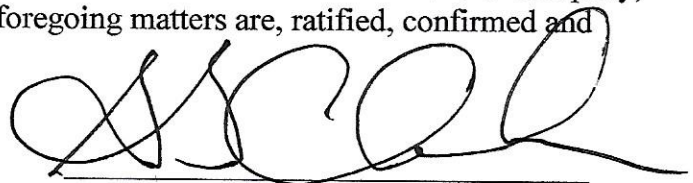

Print Name/ John J. Oliver, Jr

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A handwritten signature in black ink, appearing to read 'G. Mantakos', written over a horizontal line.

Print Name: George H. Mantakos

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GREGORY A. DEVOLI.

Print Name:

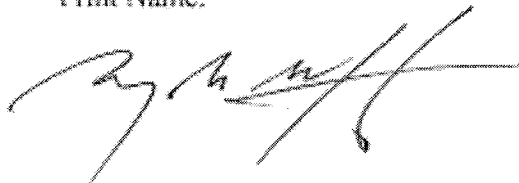
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BARRY B. BONDROFF
Print Name:

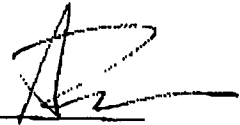
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ANJIBAN BASU 
Print Name:

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_____ ROBERT L. CARET _____
Print Name:


A handwritten signature in black ink, appearing to read "Robert L. Caret", with a stylized flourish at the end.

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JOHN BROWN III
Print Name: